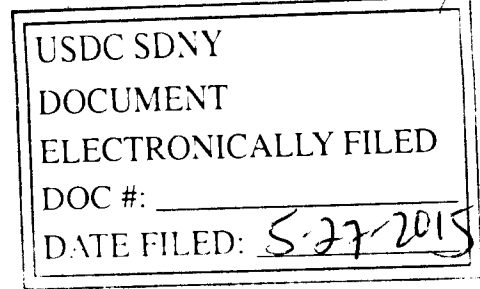


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE BEAR STEARNS MORTGAGE
PASS-THROUGH CERTIFICATES
LITIGATION



Case No. 1:08-CV-8093 (LTS)

~~PROPOSED~~ ORDER APPROVING PLAN OF ALLOCATION

WHEREAS:

A. On May 27, 2015, a hearing was held before this Court to consider, among other matters: (1) Plaintiffs' proposed Plan of Allocation (the "Plan") for distribution of the Net Settlement Fund to be established as a result of the Settlement in this Action; and (2) the fairness and reasonableness of the Plan to the Class Members. All interested Persons were afforded the opportunity to be heard;

B. The Plan was set forth in the Notice of Pendency of Class Action and Proposed Settlement, Final Approval Hearing, and Motion for Attorneys' Fees and Reimbursement of Litigation Costs (the "Notice") that was disseminated in accordance with the Court's Order entered February 19, 2015;

C. On April 22, 2015, Plaintiffs moved for approval of the Plan, as attached to the Notice.

D. No Class Member has objected to the Plan.

E. This Court has duly considered Plaintiffs' motion, the declarations and memoranda of law submitted in support thereof, and all of the submissions and arguments presented with respect to the fairness and reasonableness of the Plan for distributing the Net Settlement Fund to members of the Class.

NOW, THEREFORE, after due deliberation and for the reasons stated on the record at the May 27, 2015 hearing, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

1. This Order hereby incorporates by reference the definitions in the Stipulation and Agreement of Settlement (the "Stipulation"), and all capitalized terms, unless otherwise defined herein, shall have the same meanings as set forth in the Stipulation.

2. The proposed Plan of Allocation of the Net Settlement Fund, in the form attached to the Notice, is APPROVED. Lead Plaintiffs are authorized and directed to utilize the Plan of Allocation as the basis for calculating the Proofs of Claim submitted by Class Members in connection with the Settlement in this Action.

3. The Court hereby finds and concludes that the Plan of Allocation is fair and reasonable to Members of the Class. The Court further finds that the Plan of Allocation is rationally based on the formula set forth in Section 11 of the Securities Act of 1933; recognizes that claims associated with certain Certificates, the Disputed Certificates, were subject to additional legal challenges; and is supported by declarations from Lead Plaintiffs' expert consultant and Lead Counsel.

4. There shall be no distribution of any of the Net Settlement Fund to any Class Member until this Order becomes final, and is either affirmed on appeal and/or is no longer subject to review by appeal or certiorari, and the time for any petition for rehearing, appeal or review, whether by certiorari or otherwise, has expired.

5. The Notice provided the best notice practicable under the circumstances. Said Notice provided due and adequate notice of these proceedings and the matters set forth herein, including the Plan of Allocation, to all Persons entitled to such Notice, and said Notice fully

satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure, due process, and the Private Securities Litigation Reform Act of 1995.

6. There is no just reason for delay in the entry of this Order Approving Plan of Allocation, and immediate entry of this Order by the Clerk of the Court is expressly directed pursuant to Rule 54(b) of the Federal Rules of Civil Procedure.

Dated: New York, New York
May 27, 2015



Hon. Laura Taylor Swain
United States District Judge